

FILED SARPY CO. NE.
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2008-33548

2008 DEC 22 A 10:47

Lloyd J. Dowding
REGISTER OF DEEDS

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FOR RECORDING
INFORMATION.**

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NEXT PAGE.**

LLOYD J. DOWDING

SARPY COUNTY REGISTER OF DEEDS
1210 GOLDEN GATE DRIVE, #1109
PAPILLION, NE 68046-2895
402-593-5773

A

RECORDING REQUESTED BY

Grantor Index: United States of America, Secretary of the Air Force
Grantee Index: Offutt AFB America First Communities, LLC
Reference: Memorandum of Lease recorded in the records of the Sarpy County Register of Deeds on September 16, 2005, as Instrument Number 2005-34171.

AFTER RECORDING RETURN TO:

Walt Griffiths, Esq.
The Omaha Building
Kutak Rock LLP
1650 Farnam Street
Omaha, NE 68102-2186

AMENDMENT TO LEASE AND TO MEMORANDUM OF LEASE

THIS AMENDMENT TO LEASE AND TO MEMORANDUM OF LEASE (this "Amendment"), dated as of December 17, 2008 (the "Effective Date"), is entered into by and between THE UNITED STATES OF AMERICA, acting by and through THE SECRETARY OF THE AIR FORCE (the "Secretary" or the "Government") and OFFUTT AFB AMERICA FIRST COMMUNITIES, LLC, a Nebraska limited liability company ("Lessee").

RECITALS

WHEREAS, the Secretary and the Lessee entered into that certain Lease of Property on Offutt Air Force Base, Nebraska, dated September 15, 2005, as amended ("Ground Lease"); and

WHEREAS, a Memorandum of Lease dated as of September 15, 2005, was recorded in the records of the Sarpy County Register of Deeds on September 16, 2005, as Instrument Number 2005-34171 (the "Memorandum of Lease"); and

WHEREAS, all pursuant to the Ground Lease portions of the real property subject to the Ground Lease are to be released from the Ground Lease upon satisfaction of certain the requirements set forth in the Ground Lease; and

WHEREAS, the Secretary and the Lessee desire to amend the Ground Lease to terminate the Ground Lease with respect to certain real property described herein; and

WHEREAS, the Secretary and the Lessee desire to have this Amendment recorded to provide notice to third parties of the revisions to terms and legal descriptions accomplished by this Amendment.

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Secretary and the Lessee agree as follows:

Section 1. Recitals. The recitals set forth above are hereby incorporated by reference.

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Section 2. Definitions. Capitalized terms used herein and not otherwise defined herein shall have the meaning set forth in the Ground Lease and the Memorandum of Lease.

Section 3. Modification of Original Memorandum. The Memorandum of Lease is hereby amended by deleting the property described in Exhibit A attached hereto and incorporated herein. The Lessee hereby abandons in place all right, title and interest of the Lessee in and to all Improvements and Personal Property, if any, located on the parcels of land identified in Exhibits A.

Section 4. Termination of Ground Lease. The Ground Lease is hereby amended to terminate the Ground Lease with respect to the parcels of land identified in Exhibit A.

Section 5. Binding Amendment. This Amendment, and all covenants of the Memorandum of Lease and the Ground Lease that are modified hereby, shall be binding upon, and inure to the benefit of, the parties hereto, their successors, heirs, legatees, devisees, assignees, legal representatives, executors and administrators, permitted successors and assigns.

Section 6. Ratification. Except as expressly amended herein, all terms and provisions of the Ground Lease and the Memorandum of Lease shall remain in full force and effect and are hereby in all respects ratified and confirmed.

Section 7. Governing Law. This Amendment shall be governed by and construed in accordance with the federal laws of the United States of America, provided, however, that to the extent the federal law of the United States does not supply relevant law, this Amendment shall be governed and construed by the law of the State of Nebraska.

Section 8. Further Assurances. The Parties shall execute and deliver such further instruments and do further acts and things as may be reasonably required to carry out the intent and purposes of this Amendment.

Section 9. Counterparts. This Amendment may be executed in multiple counterparts, each of which shall be an original, but all of which shall constitute one and the same Amendment.


[SIGNATURE PAGES FOLLOW]

C

Government:

By: Kathleen I. Ferguson
Kathleen I. Ferguson, P.E.
Deputy Assistant Secretary of the Air Force
(Installations)

STATE OF TEXAS)
) SS:
COUNTY OF BEXAR)

 **S. V. LESLIE**
Notary Public, State of Texas
My Commission Expires
NOV. 30, 2011

Offutt AFB

D

THIS AMENDMENT is also executed by the Lessee this 17th day of December, 2008.

OFFUTT AFB AMERICA FIRST
COMMUNITIES, LLC, a Nebraska limited
liability company

By: 

Dominic Vaccaro, Vice President

THE STATE OF NEBRASKA

)

) SS:

COUNTY OF DOUGLAS

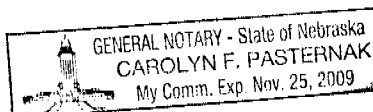
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The foregoing instrument was acknowledged before me this 17th day of December, 2008, by Dominic Vaccaro., Vice President of Offutt AFB America First Communities, LLC, a Nebraska limited liability company, on behalf of the limited liability company.


Notary Public for said County and State

My Commission Expires:

11-25-2009



E

EXHIBIT A

LEGAL DESCRIPTION
RELEASE PART OF PARCEL "A"

A TRACT OF LAND LOCATED IN PART OF THE SE1/4 OF SECTION 35, TOWNSHIP 14 NORTH, RANGE 13 EAST; AND ALSO PART OF THE NE1/4 OF SECTION 2, TOWNSHIP 13 NORTH, RANGE 13 EAST; ALL LOCATED IN THE 6TH P.M., SARPY COUNTY, NEBRASKA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID SECTION 2; THENCE S86°58'24"W (ASSUMED BEARING) ALONG THE NORTH LINE OF SAID NE1/4 OF SECTION 2, SAID LINE ALSO BEING THE SOUTH LINE OF SAID SE1/4 OF SECTION 35, A DISTANCE OF 272.22 FEET; THENCE S03°09'57"E, A DISTANCE OF 25.45 FEET TO THE POINT OF BEGINNING; THENCE CONTINUING S03°09'57"E, A DISTANCE OF 249.31 FEET; THENCE N86°44'32"E, A DISTANCE OF 62.35 FEET; THENCE S56°52'24"E, A DISTANCE OF 140.07 FEET; THENCE S35°25'50"W, A DISTANCE OF 1049.71 FEET; THENCE NORTHWESTERLY ON A CURVE TO THE RIGHT WITH A RADIUS OF 35.00 FEET, A DISTANCE OF 54.97 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS S80°25'35"W, A DISTANCE OF 49.49 FEET; THENCE N54°34'16"W, A DISTANCE OF 533.85 FEET; THENCE SOUTHWESTERLY ON A CURVE TO THE LEFT WITH A RADIUS OF 118.00 FEET, A DISTANCE OF 185.55 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS S80°22'55"W, A DISTANCE OF 167.01 FEET; THENCE S35°20'06"W, A DISTANCE OF 179.94 FEET; THENCE NORTHWESTERLY ON A CURVE TO THE RIGHT WITH A RADIUS OF 25.00 FEET, A DISTANCE OF 39.72 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS S80°51'22"W, A DISTANCE OF 35.68 FEET; THENCE N53°37'21"W, A DISTANCE OF 475.94 FEET; THENCE N36°35'18"E, A DISTANCE OF 92.23 FEET; THENCE N53°28'37"W, A DISTANCE OF 169.70 FEET; THENCE N01°16'20"W, A DISTANCE OF 269.71 FEET; THENCE N88°43'40"E, A DISTANCE OF 122.85 FEET; THENCE S43°57'35"E, A DISTANCE OF 168.98 FEET; THENCE N87°04'07"E, A DISTANCE OF 146.61 FEET; THENCE N02°22'50"W, A DISTANCE OF 47.27 FEET; THENCE N87°02'02"E, A DISTANCE OF 79.90 FEET; THENCE N03°12'28"W, A DISTANCE OF 236.53 FEET; THENCE S42°54'45"E, A DISTANCE OF 352.37 FEET; THENCE SOUTHEASTERLY ON A CURVE TO THE RIGHT WITH A RADIUS OF 429.86 FEET, A DISTANCE OF 268.40 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS S79°12'01"E, A DISTANCE OF 264.06 FEET; THENCE S61°18'47"E, A DISTANCE OF 77.27 FEET; THENCE NORTHEASTERLY ON A CURVE TO THE RIGHT WITH A RADIUS OF 75.00 FEET, A DISTANCE OF 71.86 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS N16°15'23"W, A DISTANCE OF 69.14 FEET; THENCE N11°11'32"E, A DISTANCE OF 137.36 FEET; THENCE NORTHERLY ON A CURVE TO THE LEFT WITH A RADIUS OF 298.00 FEET, A DISTANCE OF 65.85 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS N04°51'44"E, A DISTANCE OF 65.71 FEET; THENCE N01°28'04"W, A DISTANCE OF 167.25 FEET; THENCE N55°25'18"W, A DISTANCE OF 27.86 FEET; THENCE N02°44'38"E, A DISTANCE OF 29.62 FEET; THENCE NORTHWESTERLY ON A CURVE TO THE LEFT WITH A RADIUS OF 70.00 FEET, A DISTANCE OF 96.78 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS N36°51'45"W, A DISTANCE OF 89.25 FEET; THENCE N76°28'08"W, A DISTANCE OF 18.71 FEET; THENCE NORTHWESTERLY ON A CURVE TO THE RIGHT WITH A RADIUS OF 420.00 FEET, A DISTANCE OF 53.83 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS N80°08'26"W, A DISTANCE OF 53.79 FEET; THENCE N83°48'44"W, A DISTANCE OF 26.75 FEET; THENCE NORTHWESTERLY ON A CURVE TO THE RIGHT WITH A RADIUS OF 24.70 FEET, A DISTANCE OF 32.91 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS

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N45°38'15"W, A DISTANCE OF 30.53 FEET; THENCE N07°27'45"W, A DISTANCE OF 16.23 FEET; THENCE SOUTHEASTERLY ON A CURVE TO THE RIGHT WITH A RADIUS OF 24.70 FEET, A DISTANCE OF 68.44 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS N71°54'54"E, A DISTANCE OF 48.55 FEET; THENCE S28°42'27"E, A DISTANCE OF 8.48 FEET; THENCE NORTHEASTERLY ON A CURVE TO THE LEFT WITH A RADIUS OF 71.95 FEET, A DISTANCE OF 99.68 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS S68°23'40"E, A DISTANCE OF 91.90 FEET; THENCE N71°55'07"E, A DISTANCE OF 22.52 FEET; THENCE S13°28'08"E, A DISTANCE OF 66.45 FEET; THENCE S19°59'19"E, A DISTANCE OF 100.20 FEET; THENCE S24°52'20"E, A DISTANCE OF 124.58 FEET; THENCE SOUTHEASTERLY ON A CURVE TO THE LEFT WITH A RADIUS OF 75.00 FEET, A DISTANCE OF 64.59 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS S49°32'41"E, A DISTANCE OF 62.61 FEET; THENCE S74°13'02"E, A DISTANCE OF 106.18 FEET; THENCE N76°55'50"E, A DISTANCE OF 106.53 FEET; THENCE SOUTHEASTERLY ON A CURVE TO THE RIGHT WITH A RADIUS OF 150.00 FEET, A DISTANCE OF 79.02 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS S87°58'42"E, A DISTANCE OF 78.11 FEET; THENCE S72°53'14"E, A DISTANCE OF 59.57 FEET; THENCE S89°40'46"E, A DISTANCE OF 93.26 FEET; THENCE NORTHEASTERLY ON A CURVE TO THE LEFT WITH A RADIUS OF 54.57 FEET, A DISTANCE OF 49.93 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS N64°06'27"E, A DISTANCE OF 48.21 FEET; THENCE N37°53'39"E, A DISTANCE OF 75.81 FEET; THENCE N04°12'53"E, A DISTANCE OF 170.28 FEET TO THE POINT OF BEGINNING.

SAID TRACT OF LAND CONTAINS AN AREA OF 1,071,496 SQUARE FEET OR 24.598 ACRES, MORE OR LESS.

AND

RELEASE PART OF CAPEHART PARCEL "B-1 / B-2" (RELEASE PARCEL)

A TRACT OF LAND LOCATED IN THE NE1/4 OF SECTION 4, TOWNSHIP 13 NORTH, RANGE 13 EAST OF THE 6TH P.M., SARPY COUNTY, NEBRASKA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHEAST CORNER OF SAID NE1/4 OF SECTION 4; THENCE S87°06'20"W (ASSUMED BEARING) ALONG THE SOUTH LINE OF SAID NE1/4 OF SECTION 4, A DISTANCE OF 33.00 FEET TO A POINT ON THE WESTERLY RIGHT-OF-WAY LINE OF 25TH STREET SAID POINT ALSO BEING THE POINT OF BEGINNING; THENCE CONTINUING S87°06'20"W ALONG SAID SOUTH LINE OF THE NE1/4 OF SECTION 4, A DISTANCE OF 345.30 FEET; THENCE N02°51'11"W, A DISTANCE OF 423.11 FEET; THENCE NORTHEASTERLY ON A CURVE TO THE LEFT WITH A RADIUS OF 608.51 FEET, A DISTANCE OF 86.96 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS N81°08'13"E, A DISTANCE OF 86.88 FEET; THENCE N77°02'35"E, A DISTANCE OF 33.12 FEET; THENCE EASTERLY ON A CURVE TO THE RIGHT WITH A RADIUS OF 1038.34 FEET, A DISTANCE OF 190.30 FEET, SAID CURVE HAVING A LONG CHORD WHICH BEARS N82°17'37"E, A DISTANCE OF 190.04 FEET; THENCE N87°32'39"E, A DISTANCE OF 36.87 FEET TO A POINT ON SAID WESTERLY RIGHT-OF-WAY LINE OF 25TH STREET; THENCE S02°51'37"E ALONG SAID WESTERLY RIGHT-

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OF-WAY LINE OF 25TH STREET, A DISTANCE OF 453.55 FEET TO THE POINT OF BEGINNING.

SAID TRACT OF LAND CONTAINS AN AREA OF 152,773 SQUARE FEET OR 3.507 ACRES, MORE OR LESS.